

United States Bankruptcy Court
Northern District of California

In re **78 First Street, LLC**

Debtor

Case No. **11-70224 RLE 11**Chapter **11**

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors must also complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	8,205,080.00		
B - Personal Property	Yes	3	302,943.41		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	1		22,335,068.00	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	1		0.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	8		942,406.83	
G - Executory Contracts and Unexpired Leases	Yes	1			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)	No	0			N/A
J - Current Expenditures of Individual Debtor(s)	No	0			N/A
Total Number of Sheets of ALL Schedules		16			
Total Assets			8,508,023.41		
Total Liabilities				23,277,474.83	

United States Bankruptcy Court
Northern District of California

In re **78 First Street, LLC**

Debtor

Case No. **11-70224 RLE 11**Chapter **11**

STATISTICAL SUMMARY OF CERTAIN LIABILITIES AND RELATED DATA (28 U.S.C. § 159)

If you are an individual debtor whose debts are primarily consumer debts, as defined in § 101(8) of the Bankruptcy Code (11 U.S.C. § 101(8)), filing a case under chapter 7, 11 or 13, you must report all information requested below.

☐ Check this box if you are an individual debtor whose debts are NOT primarily consumer debts. You are not required to report any information here.

This information is for statistical purposes only under 28 U.S.C. § 159.

Summarize the following types of liabilities, as reported in the Schedules, and total them.

Type of Liability	Amount
Domestic Support Obligations (from Schedule E)	
Taxes and Certain Other Debts Owed to Governmental Units (from Schedule E)	
Claims for Death or Personal Injury While Debtor Was Intoxicated (from Schedule E) (whether disputed or undisputed)	
Student Loan Obligations (from Schedule F)	
Domestic Support, Separation Agreement, and Divorce Decree Obligations Not Reported on Schedule E	
Obligations to Pension or Profit-Sharing, and Other Similar Obligations (from Schedule F)	
TOTAL	

State the following:

Average Income (from Schedule I, Line 16)	
Average Expenses (from Schedule J, Line 18)	
Current Monthly Income (from Form 22A Line 12; OR, Form 22B Line 11; OR, Form 22C Line 20)	

State the following:

1. Total from Schedule D, "UNSECURED PORTION, IF ANY" column		
2. Total from Schedule E, "AMOUNT ENTITLED TO PRIORITY" column		
3. Total from Schedule E, "AMOUNT NOT ENTITLED TO PRIORITY, IF ANY" column		
4. Total from Schedule F		
5. Total of non-priority unsecured debt (sum of 1, 3, and 4)		

In re **78 First Street, LLC**Case No. **11-70224 RLE 11**

Debtor

SCHEDULE A - REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim." If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
2,700 Sq. Ft. Land with 15,832 Sq. Ft. Commercial Building 78 First Street San Francisco, CA 94105	Fee Simple	-	8,205,080.00	22,335,068.00

Sub-Total > **8,205,080.00** (Total of this page)

Total > **8,205,080.00**

0 continuation sheets attached to the Schedule of Real Property

(Report also on Summary of Schedules)

In re **78 First Street, LLC**Case No. **11-70224 RLE 11**

Debtor

SCHEDULE B - PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand	X			
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		Property Management Account Account No. xxxxx-x5833 Bank of America PO Box 15710 Wilmington, DE 19886	-	6,475.81
3. Security deposits with public utilities, telephone companies, landlords, and others.	X			
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
10. Annuities. Itemize and name each issuer.	X			

Sub-Total > **6,475.81**
(Total of this page)

2 continuation sheets attached to the Schedule of Personal Property

In re **78 First Street, LLC**Case No. **11-70224 RLE 11**

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X			
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.		Intercompany Advances Peninsula Towers, LLC 62 First Street San Francisco, CA 94105	-	296,467.60
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			

Sub-Total > **296,467.60**
(Total of this page)

Sheet 1 of 2 continuation sheets attached
to the Schedule of Personal Property

In re **78 First Street, LLC**Case No. **11-70224 RLE 11**

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	X			
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.	X			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.	X			
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.	X			
29. Machinery, fixtures, equipment, and supplies used in business.	X			
30. Inventory.	X			
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.	X			

Sub-Total >	0.00
(Total of this page)	
Total >	302,943.41

Sheet 2 of 2 continuation sheets attached
to the Schedule of Personal Property

(Report also on Summary of Schedules)

In re **78 First Street, LLC**Case No. **11-70224 RLE 11**

Debtor

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is a creditor, the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion" on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	H W J C	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Account No.							
MS Mission Holdings, LLC 555 California Street San Francisco, CA 94104	X	1/30/06 Liens against assets held by: 78 First Street, LLC (\$8,206,027); 88 First Street, LLC (\$10,029,588); First/Jessie, LLC (\$54,706,845); Sixty-Two First Street, LLC (\$35,915,044); 518 Mission, LLC (\$47,172,497); JP Capital, LLC (\$8,970,000); and Peninsula Towers, LLC (\$50,000).			X	22,335,068.00	0.00
Account No.							
MS Mission Holdings, LLC c/o Lincoln Property Company Commercial, Inc. 601 California Street, 4th Floor San Francisco, CA 94108	-	[For Notice Purposes Only]				0.00	0.00
Account No.							
Account No.							
Subtotal (Total of this page)						22,335,068.00	0.00
Total (Report on Summary of Schedules)						22,335,068.00	0.00

0 continuation sheets attached

In re **78 First Street, LLC**Case No. **11-70224 RLE 11**

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SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☒ Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)☐ **Domestic support obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

☐ **Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

☐ **Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$11,725* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

☐ **Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

☐ **Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$5,775* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

☐ **Deposits by individuals**

Claims of individuals up to \$2,600* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

☐ **Taxes and certain other debts owed to governmental units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

☐ **Commitments to maintain the capital of an insured depository institution**

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9).

☐ **Claims for death or personal injury while debtor was intoxicated**

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

* Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

In re **78 First Street, LLC**Case No. **11-70224 RLE 11**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. ABCO Mechanical 475 Barneveld Avenue San Francisco, CA 94124	-	8/2011 HVAC Maintenance				763.08
Account No. AECOM 2020 L. Street, Suite 300 Sacramento, CA 95811	-	Consulting				2,366.67
Account No. Armada Security 701 Pennsylvania Avenue #108 San Francisco, CA 94107	-	8/2011 - 9/2011 Patrol Service				498.00
Account No. Armanino and McKenna 12667 Alcosta Boulevard Suite 500 San Ramon, CA 94583	-	Accounting				1,314.82
Subtotal (Total of this page)						4,942.57

7 continuation sheets attached

In re **78 First Street, LLC**Case No. **11-70224 RLE 11**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. AT&T P.O. Box 5025 Carol Stream, IL 60197	-	9/2011 Telephone Services				121.68
Account No. Bank of America, NA PO Box 15710 Wilmington, DE 19886	-	11/2010, 10/2010 & 8/2011 Bank Fees				4,759.84
Account No. Barbary Coast Consulting 660 Market Street, 5th Floor San Francisco, CA 94104	-	Consulting				2,524.45
Account No. Breakwater Equity Group 4241 Jutland Drive, Suite 308 San Diego, CA 92117	-	Consulting				38,392.61
Account No. CB Richard Ellis 101 California Street, 44th Floor San Francisco, CA 94111	-	Real Estate Broker				469.07
Sheet no. <u>1</u> of <u>7</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						46,267.65

In re **78 First Street, LLC**Case No. **11-70224 RLE 11**

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SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		9/2011				
Charles Dunn Real Estate Services 555 Montgomery St., Suite 816 San Francisco, CA 94111	-	Management Fee (\$1,531.54) Termination Fee (\$1,531.54)				3,063.08
Account No.		Fees				
City of San Francisco PO Box 7427 San Francisco, CA 94120-7427	-					3,208.15
Account No.		9/2011				
CleanSource 650 Brennan St. San Jose, CA 95131	-	Janitorial Supplies				84.64
Account No.		Intercompany Advances				
CMR Asset Management, Inc. 62 First Street San Francisco, CA 94105	-					60.00
Account No.		Agent for Service of Process				
CT Corp 1350 Treat Blvd. Walnut Creek, CA 94597	-					42.23
Sheet no. 2 of 7 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page) 6,458.10

In re **78 First Street, LLC**Case No. **11-70224 RLE 11**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		Real Estate Broker				
Eastdil Secured Broker Services, Inc. 40 West, 57th Street New York, NY 10019	-					1,254.12
Account No.		Consulting				
ESA 225 Bush Street, Suite 1700 San Francisco, CA 94104	-					5,259.26
Account No.		Intercompany Advances				
First Street Holdings NV, LLC 6114 La Salle Ave., #471 Oakland, CA 94611	-					4,759.84
Account No.		Consulting				
Heller Manus Architects 221 Main Street, Suite 940 San Francisco, CA 94105-1923	-					1,840.74
Account No.		Consulting				
Law Offices of Willie J. Brown, Jr. 100 The Embarcadero Penthouse San Francisco, CA 94105	-					39,444.47
Sheet no. 3 of 7 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						52,558.43

In re **78 First Street, LLC**Case No. **11-70224 RLE 11**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		Exterior Window Cleaning				
Lewis & Taylor LLC 440 Bryant St. San Francisco, CA 94107	-					600.00
Account No.		Legal Fees				
Orrick, Herrington & Sutcliffe LLP Dept. 34461, PO Box 39000 San Francisco, CA 94139	-					4,379.86
Account No.		8/2011 - 9/2011 Utilities				
Pacific Gas and Electric Co. P.O. Box 997300 Sacramento, CA 95899-7300	-					1,817.76
Account No.		Consulting				
Page and Turnbull 724 Pine Street San Francisco, CA 94108	-					683.70
Account No.		Interest on Loan Allocation				
Peninsula Towers, LLC 62 First Street, 4th Floor San Francisco, CA 94105	-					738,477.00
Sheet no. 4 of 7 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						745,958.32

In re **78 First Street, LLC**Case No. **11-70224 RLE 11**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
RDWI 650 Woodlawn Road West Guelph Ontario, Canada N1K 1B8		-	Consulting			1,051.85
Account No.						
Recology Golden Gate P.O. Box 60846 Los Angeles, CA 90060		-	8/2011 - 9/2011 Waste Removal			1,269.17
Account No.						
Reuben & Junius, LLP 1 Bush Street, Suite 600 San Francisco, CA 94104		-	Legal Fees			14,420.84
Account No.						
Rosen Consulting 1955 University Avenue Suite 550 Berkeley, CA 94704		-	Consulting			4,382.70
Account No.						
Sixty-Two First Street, LLC 62 First Street, 4th Floor San Francisco, CA 94105		-	Intercompany Advances			12,231.75
Sheet no. 5 of 7 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						33,356.31

In re **78 First Street, LLC**Case No. **11-70224 RLE 11**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		Architecture				
Solit Interest Group 15 La Cuesta Road Orinda, CA 94563	-					2,629.63
Account No.		9/2011 Elevator Service				
Star Elevator 1300 Industrial Road, #4 San Carlos, CA 94070	-					381.62
Account No.		Legal Fees				
Stein & Lubin, LLP 600 Montgomery St., 14th Floor San Francisco, CA 94111	-					2,168.24
Account No.		6/2011 Lease Commission				
The CAC Group, Inc. 255 California Street #200 San Francisco, CA 94111	-					43,341.75
Account No.		6/2011 & 8/2011 Tenant Improvements and Repairs				
The Garza Company 1842 Bandoni Avenue San Lorenzo, CA 94580	-					3,693.28
Sheet no. <u>6</u> of <u>7</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						52,214.52

In re **78 First Street, LLC**Case No. **11-70224 RLE 11**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
Treadwell and Rollo 555 Montgomery Street Suite 1300 San Francisco, CA 94111	-	Consulting				525.93
Account No.						
Warman Security 1720 Sacramento St. San Francisco, CA 94109	-	9/2011 Intercom				125.00
Account No.						
Account No.						
Account No.						
Sheet no. <u>7</u> of <u>7</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						650.93
						Total (Report on Summary of Schedules)
						942,406.83

In re **78 First Street, LLC**

Case No. **11-70224 RLE 11**

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no executory contracts or unexpired leases.

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Charles Dunn Real Estate Services 555 Montgomery St., Suite 816 San Francisco, CA 94111	Property Management Agreement
See Attached Rent Roll	Commercial and Retail Tenant Leases

First/Jessie, LLC
Case No. 11-70231 RLE 11

ATTACHMENT SCHEDULE G

Rent Roll

Rent Roll Report
3220 - 78 First Street LLC
As of August 2011

Unit No.	Tenant Code	Tenant Name	Square Feet: Rentable Usable	Term: Beginning End	Monthly Billing			Future Rents			Security Deposit
					Type	Amount	PSF	Date	Code	Amount	
78 First Street LLC (3220)											
2NDFL	t0030608	SneakPeeq, Inc	2,090	07/05/2011	Basic Rent - Office	5,399.17	2.58	07/05/2012	1rofc	5,573.33	16,197.50
			2,090	07/04/2014				07/05/2013	1rofc	5,747.50	
3RDFLR,4 THFLR	t0027652	TriplePoint PR, LLC	4,255	08/01/2009	Basic Rent - Office	5,480.00	1.29				5,318.75
			4,255	07/31/2012							
5THFLR	t0030554	Mojiva, Inc.	2,133	06/13/2011	Basic Rent - Office	6,043.50	2.83	06/13/2012	1rofc	6,221.25	18,130.50
			2,133	06/12/2014				06/13/2013	1rofc	6,399.00	
6THFLR	t0030555	Learn Capital Management II LLC	2,198	06/09/2011	Basic Rent - Office	6,410.83	2.92	06/09/2012	1rofc	6,594.00	19,232.50
			2,198	06/08/2014				06/09/2013	1rofc	6,777.17	
BASEMENT		VACANT	2,352								0.00
			2,352								
GROUND		VACANT	2,804								0.00
			2,804								

Billing Summary

Rent	23,333.50
Total	23,333.50

7	Total - Rentable	15,832		58,879.25
	Total - Usable	15,832		
5	Occupied	10,676		
71.43%	% Occupied	67.43 %		
2	Vacant	5,156		
28.57%	% Vacant	32.57 %		

In re **78 First Street, LLC**Case No. **11-70224 RLE 11**

Debtor

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
518 Mission Street, LLC 6114 La Salle Avenue, #471 Oakland, CA 94611	MS Mission Holdings, LLC 555 California Street San Francisco, CA 94104
88 First Street, LLC 6114 La Salle Avenue, #471 Oakland, CA 94611	MS Mission Holdings, LLC 555 California Street San Francisco, CA 94104
First Street Holdings NV, LLC 6114 La Salle Ave., #471 Oakland, CA 94611	MS Mission Holdings, LLC 555 California Street San Francisco, CA 94104
First/Jessie, LLC 6114 La Salle Avenue, #471 Oakland, CA 94611	MS Mission Holdings, LLC 555 California Street San Francisco, CA 94104
JP Capital, LLC 6114 La Salle Avenue, #471 Oakland, CA 94611	MS Mission Holdings, LLC 555 California Street San Francisco, CA 94104
Lydian SF Holdings, LLC 6114 La Salle Ave., #471 Oakland, CA 94611	MS Mission Holdings, LLC 555 California Street San Francisco, CA 94104
Peninsula Towers, LLC 6114 La Salle Avenue, #471 Oakland, CA 94611	MS Mission Holdings, LLC 555 California Street San Francisco, CA 94104
Sixty-Two First Street, LLC 6114 La Salle Avenue, #471 Oakland, CA 94611	MS Mission Holdings, LLC 555 California Street San Francisco, CA 94104

**United States Bankruptcy Court
Northern District of California**

In re **78 First Street, LLC**

Debtor(s)

Case No. **11-70224 RLE 11**

Chapter **11**

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Co-Manager of CMR Capital, LLC, Manager of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of **18** sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date **October 21, 2011**

Signature **/s/ Graham Seel**

Graham Seel

Co-Manager of CMR Capital, LLC, Manager

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

**United States Bankruptcy Court
Northern District of California**

In re **78 First Street, LLC**

Debtor(s)

Case No. **11-70224 RLE 11**Chapter **11**

STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

"In business." A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

1. Income from employment or operation of business

None

☐

State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT
\$164,922.00
\$222,772.00
\$262,910.00

SOURCE
January 1, 2011 - September 2011 Rental Income
January 1, 2010 - December 31, 2010 Rental Income
January 1, 2009 - December 31, 2009 Rental Income

2. Income other than from employment or operation of business

None

☒

State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT

SOURCE

3. Payments to creditors

None ☒ **Complete a. or b., as appropriate, and c.**

a. *Individual or joint debtor(s) with primarily consumer debts.* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
---------------------------------	----------------------	-------------	-----------------------

None ☐ b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,850*. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
SEE ATTACHMENT		\$0.00	\$0.00

None ☐ c. *All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
SEE ATTACHED		\$0.00	\$0.00

4. Suits and administrative proceedings, executions, garnishments and attachments

None ☐ a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
Sixty-Two First Street, LLC, et al. v MS Mission Holdings, LLC, et al. Case No. CGC-11-513750	Complaint for Injunction, Relief, Disgorgement, Securities Laws and Other Unlawful Business Practices	San Francisco Superior Court 400 McAllister Street San Francisco, CA 94103	Pending

* Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

78 First Street, LLC
Case No. 11-70224 RLE 11

ATTACHMENT TO
STATEMENT OF FINANCIAL
AFFAIRS

3b Payments to Creditors

Check Register
3220 - 78 First Street LLC
06/23/2011 - 09/23/2011

CK Number CK Date	Vendor Number	Company	Invoice Date	Invoice Number	Remarks	Account	Amount
Ck# 1664							
07/19/2011	103236	Pacific Gas & Electric	06/09/2011	15626172975-06091	05/11-06/09/11 Elec. A/C #1562617297-5	61180000	294.40
				16763969868-06091	05/11-06/09/11 Elec. A/C #1676396986-8	61180000	411.32
				62787557156-06091	05/11-06/09/11 Elec. A/C #6278755715-6	61180000	161.57
				93130317337-06091	05/11-06/09/11 Elec. A/C #9313031733-7	61180000	292.07
				97835760014-06091	05/11-06/09/11 Elec. A/C #9783576001-4	61180000	371.64
Total Ck# 1664							1,531.00
Ck# 1665							
07/21/2011	103227	AT&T	06/13/2011	4153481322-071211	06/13-07/12/11 Intercom A/C #41534813229548	51370000	73.03
			06/04/2011	4155127759-070311	06/04-07/03/11 Telephone A/C #41551277590587	51370000	51.39
Total Ck# 1665							124.42
Ck# 1666							
07/21/2011	103817	SFPUC - Water	06/01/2011	9050000000-053111	04/01-05/31/11 Water A/C #9050000000	61420000	450.24
Total Ck# 1666							450.24
Ck# 1667							
07/21/2011	104474	UnShippers Association	07/04/2011	1340125487-3220	A/W #1Z8W5F77-1006750203	82700000	4.57
			06/27/2011	1340364773-3220	A/W #1Z8W5F77-1006727186	82700000	4.57
Total Ck# 1667							9.14
Ck# 1668							
07/26/2011	100859	Charles Dunn Real Estate Serv. Inc. (MF)	06/29/2011	3220MF0611	06/11 Management fee	64880000	1,531.54
Total Ck# 1668							1,531.54
Ck# 1669							
07/26/2011	100862	Charles Dunn R.E.S. Inc. Trust Acct	06/29/2011	Yard10611	06/11 Monthly access to Yard1	84750000	25.00
Total Ck# 1669							25.00
Ck# 1670							
07/26/2011	101923	Recology Golden Gate	06/23/2011	41090515	06/2011 Waste Removal	51540000	728.94
Total Ck# 1670							728.94
Ck# 1671							
07/26/2011	103315	Complete Security	06/09/2011	131550	06/09/11 Re-Key-#600	56800000	212.95
			06/20/2011	131550	06/09/11 Re-Key-#600	56800000	-212.95
			06/20/2011	131655	06/09/11 Re-key 5th Fl	56800000	293.76
			08/25/2011	131655	06/09/11 Re-key 5th Fl	56800000	-293.76
Total Ck# 1671							0.00
Ck# 1672							
07/26/2011	111564	Star Elevator, Inc.	06/01/2011	150906	06/2011 Elevator Svcs.	50440000	381.62

Check Register
3220 - 78 First Street LLC
06/23/2011 - 09/23/2011

Chk Number Chk Date	Vendor Number	Company	Invoice Date	Invoice Number	Remarks	Account	Amount
Total Chk# 1672							381.62
Chk# 1673							
07/26/2011	111828	The Garza Company	05/31/2011	N05-365	06/01/11 Toilet Repair	56200000	214.50
Total Chk# 1673							214.50
Chk# 1674							
07/26/2011	113034	Tiffany's Cleaning Services, Inc.	05/01/2011	874	08/2011 Janitorial Svc	50240000	2,143.18
Total Chk# 1674							2,143.18
Chk# 1675							
07/26/2011	115997	First Street Holdings, LLC	06/29/2011	3220BC0511	05/11 Bank Charges	82250000	1,558.58
Total Chk# 1675							1,558.58
Chk# 1676							
07/26/2011	189518	Armada Security	06/02/2011	13194	05/2011 Security Patrol	51340000	282.00
Total Chk# 1676							282.00
Chk# 1677							
08/09/2011	10023049	Caustic Graphics	07/26/2011	:Refund	Move out - 05/31/11	22150000	12,231.75
Total Chk# 1677							12,231.75
Chk# 1678							
08/25/2011	100859	Charles Dunn Real Estate Serv. Inc. (MF)	07/29/2011	3220MF0711	07/11 Management fee	64880000	1,531.54
Total Chk# 1678							1,531.54
Chk# 1679							
08/25/2011	100862	Charles Dunn R.E.S. Inc. Trust Acct	07/29/2011	Yardl0711a	07/11 Monthly access to Yardl	84750000	25.00
Total Chk# 1679							25.00
Chk# 1680							
08/25/2011	103227	AT&T	07/13/2011	4153481322-081211	07/13-08/12/11 Intercom A/C #41534813229548	51370000	73.27
Total Chk# 1680							73.27
Chk# 1681							
08/25/2011	103236	Pacific Gas & Electric	07/08/2011	15626172975-07081	06/10-07/08/11 Elec. A/C #1562617297-5	61180000	243.01
				16763969868-07081	06/10-07/08/11 Elec. A/C #1676396986-8	61180000	327.04
				62787557156-07081	06/10-07/08/11 Elec. A/C #6278755715-6	61180000	111.46
				93130317337-07081	06/10-07/08/11 Elec. A/C #9313031733-7	61180000	284.59
				97835760014-07081	06/10-07/08/11 Elec. A/C #9783576001-4	61180000	348.05
Total Chk# 1681							1,314.15

Check Register
3220 - 78 First Street LLC
06/23/2011 - 09/23/2011

Ch Number Ch Date	Vendor Number	Company	Invoice Date	Invoice Number	Remarks	Account	Amount
Ck# 1682							
08/25/2011	103315	Complete Security	07/06/2011	131945	07/06/11 Rekey 2nd fl	56800000	194.06
				131973	07/06/11 Keys 6th fl	56800000	106.76
			07/19/2011	132192	07/19/11 RR lock 5th fl	56800000	326.37
Total Ck# 1682							627.19
Ck# 1683							
08/25/2011	104613	Warmian Security	07/20/2011	d001646	07/20/11 Program Intercom	51340000	125.00
Total Ck# 1683							125.00
Ck# 1684							
08/25/2011	111135	CleanSource	06/30/2011	145391800	06/30/11 Janitorial Supplies	50260000	296.14
Total Ck# 1684							296.14
Ck# 1685							
08/25/2011	111564	Star Elevator, Inc.	07/01/2011	152366	07/2011 Elevator Svc.	50440000	381.62
Total Ck# 1685							381.62
Ck# 1686							
08/25/2011	111828	The Garza Company	06/28/2011	N06-377	06/28/11 Roof Leak Investigation	56200000	45.00
			06/30/2011	N06-404	07/05/11 Paint Touch-Ups-2nd Floor	56200000	398.25
Total Ck# 1686							443.25
Ck# 1687							
08/25/2011	112764	Kitech Security Systems, Inc.	07/01/2011	S4440	07/01/11 Access Cards	51340000	609.75
Total Ck# 1687							609.75
Ck# 1688							
08/25/2011	113034	Tiffany's Cleaning Services, Inc.	06/28/2011	911	July & Aug. 2011 Janitorial -5th Flr.	50240000	700.00
			06/30/2011	912	06/30/11 Carpet Cleaning-2nd Floor	50240000	375.00
Total Ck# 1688							1,075.00
Ck# 1689							
08/25/2011	115997	First Street Holdings, LLC	08/04/2011	3220BC0611	06/2011 Bank Charges	82250000	1,592.14
Total Ck# 1689							1,592.14
Ck# 1690							
08/25/2011	189518	Armada Security	07/04/2011	13315	06/2011 Security Patrol	51340000	282.00
Total Ck# 1690							282.00
Ck# 1691							
08/31/2011	103315	Complete Security	06/09/2011	131550	06/09/11 Re-Key-#600	56800000	212.95
			06/20/2011	131655	06/09/11 Re-key 5th Fl	56800000	293.76

Check Register
3220 - 78 First Street LLC
06/23/2011 - 09/23/2011

CK Number CK Date	Vendor Number	Company	Invoice Date	Invoice Number	Remarks	Account	Amount
Total Ck# 1691							<u>506.71</u>
Ck# 1692 09/13/2011 Total Ck# 1692	100862	Charles Dunn R.E.S. Inc. Trust Acct	08/31/2011	Yardi0811C	08/11 Monthly Access to Yardi	84750000	25.00 <u>25.00</u>
Ck# 1693 09/13/2011	103236	Pacific Gas & Electric	08/08/2011	15626172975-08081 16763969868-08081 62787557156-08081 93130317337-08081 97835760014-08081	07/09-08/08/11 Elec. A/C #1562617297-5 07/09-08/08/11 Elec. A/C 31676396986-8 07/09-08/08/11 Elec. A/C #6278755715-6 07/09-08/08/11 Elec. A/C #9313031733-7 07/09-08/08/11 Elec. A/C #9783576001-4	61180000 61180000 61180000 61180000 81180000	133.61 361.08 139.12 330.10 158.02 <u>1,121.93</u>
Total Ck# 1693							<u>1,121.93</u>
Ck# 1694 09/13/2011 Total Ck# 1694	103817	SFPUC - Water	08/04/2011	9050000000-080211	06/01-08/02/11 Water A/C #90500000000000	61420000	384.81 <u>384.81</u>
Ck# 1695 09/13/2011 Total Ck# 1695	104474	UnShippers Association	08/01/2011	1340269377-3220	A/W #1Z8W5F77-1006811060	82700000	5.08 <u>5.08</u>
Ck# 1696 09/19/2011 Total Ck# 1696	100080	Acker & Guerrero Roof Co. Inc.	08/04/2011	6192	08/04/11 Re Seal Skylight/Patch Pockets	57850000	2,580.00 <u>2,580.00</u>
Ck# 1697 09/19/2011 Total Ck# 1697	100385	Arthur J. Gallagher & Co	08/31/2011	3220INS0811	08/2011 Commercial Insurance Downpymt	68100000	1,050.19 <u>1,050.19</u>
Ck# 1698 09/19/2011 Total Ck# 1698	100859	Charles Dunn Real Estate Serv. Inc. (M/F)	08/31/2011	3220MF0811	08/2011 Management Fee	64880000	1,531.54 <u>1,531.54</u>
Ck# 1699 09/19/2011 Total Ck# 1699	101435	Dept Of Industrial Relations	07/25/2011	E9360200A	7/21/11 Elevator Inspection/Permit	64700000	350.00 <u>350.00</u>
Ck# 1700 09/19/2011 Total Ck# 1700	101923	Recology Golden Gate	07/26/2011	41324492	07/2011 Waste Removal	51540000	718.17 <u>718.17</u>
Ck# 1701							<u>718.17</u>

Check Register
3220 - 78 First Street LLC
06/23/2011 - 09/23/2011

CK Number CK Date	Vendor Number	Company	Invoice Date	Invoice Number	Remarks	Account	Amount
09/19/2011	103227	AT&T	08/13/2011	4153481322-091211	08/13-09/12/11 Tel. A/C #41534813229548	51370000	69.56
			08/04/2011	4155127759-090311	08/04-09/03/11 Tel. A/C #41551277590587	51370000	39.62
Total Ck# 1701							109.18
Ck# 1702							
09/19/2011	103315	Complete Security	07/22/2011	132237	07/22/11 Key Copies-2nd Floor	56800000	9.77
Total Ck# 1702							9.77
Ck# 1703							
09/19/2011	104613	Warmian Security	08/18/2011	d002474	8/18/11 Programmed Intercom-Mojiva	51340000	125.00
Total Ck# 1703							125.00
Ck# 1704							
09/19/2011	111135	CleanSource	07/29/2011	190595800	7/29/11 Janitorial Supplies	50260000	223.45
Total Ck# 1704							223.45
Ck# 1705							
09/19/2011	111564	Star Elevator, Inc.	08/01/2011	153873	08/2011 Elevator Svc.	50440000	381.62
Total Ck# 1705							381.62
Ck# 1706							
09/19/2011	111828	The Garza Company	07/15/2011	N07-188	07/19/11 Replaced Lock-5th Floor	56200000	67.50
				N07-189	08/01/11 Wal Repair/Fridge Hose-6th Flr.	56200000	386.53
Total Ck# 1706							454.03
Ck# 1707							
09/19/2011	113034	Tiffany's Cleaning Services, Inc.	08/01/2011	916	09/2011 Janitorial Svcs.	50240000	2,000.00
Total Ck# 1707							2,000.00
Ck# 1708							
09/19/2011	115997	First Street Holdings, LLC	08/30/2011	3220BC083011	07/2011 Bank Charges	82250000	1,569.11
Total Ck# 1708							1,569.11
Ck# 1709							
09/19/2011	189518	Armada Security	08/05/2011	13444	07/2011 Security Patrol	51340000	282.00
Total Ck# 1709							282.00
Ck# 1710							
09/19/2011	10028655	ReTel Technologies,Solmentum& Captain U	08/30/2011	:Refund	Refunding D-1210616 Move out refund	22150000	3,505.00
Total Ck# 1710							3,505.00
Property Total							\$46,559.82

78 First Street, LLC
Case No. 11-70224 RLE 11

ATTACHMENT
STATEMENT OF FINANCIAL
AFFAIRS

3c Payments to Insider Creditors

C305-78 First Street, LLC
Intercompany Payments
6/23/10 - 12/31/10

305-00-218105-00-309 I/C Pay - First St. Holdings

Date	Description	Payments
8/31/2010	Monthly analysis charges	3,157.36
9/30/2010	Monthly analysis charges	1,560.29
10/31/2010	Monthly analysis charges	1,577.93
12/31/2010	Monthly analysis charges	1,551.65
	Total	<u>7,847.23</u>

C305-78 First Street, LLC
Intercompany Payments
1/1/2011 - 9/23/11

305-00-218105-00-309 I/C Pay - First St. Holdings

Date	Description	Payments
2/28/2011	Monthly analysis charges	1,592.11
3/31/2011	Monthly analysis charges	1,563.03
4/30/2011	Monthly analysis charges	1,555.89
5/31/2011	Monthly analysis charges	1,558.21
6/30/2011	Monthly analysis charges	1,543.79
7/31/2011	Monthly analysis charges	1,558.58
8/31/2011	Monthly analysis charges	1,592.14
9/23/2011	Monthly analysis charges	1,569.11
	Total	<u>12,532.86</u>

CAPTION OF SUIT AND CASE NUMBER Sixty-Two First Street, LLC, et al. vs Capital Source Finance LLC, et al. Case No. CGC-10-506442	NATURE OF PROCEEDING Complaint re Breach of Contract, Fraud, Intentional Tort, Promissory Estoppel, Breach of Good Faith, Damages	COURT OR AGENCY AND LOCATION San Francisco Superior Court 400 McAllister Avenue San Francisco, CA 94102	STATUS OR DISPOSITION Pending Appeal 9th Circuit Court
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None ☐ b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
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5. Repossessions, foreclosures and returns

None ☐ List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
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6. Assignments and receiverships

None ☐ a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
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None ☐ b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
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7. Gifts

None ☐ List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
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8. Losses

- None ☒ List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case.** (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
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9. Payments related to debt counseling or bankruptcy

- None ☐ List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Macdonald & Associates 221 Sansome Street San Francisco, CA 94104	78 First Street, LLC is one of the subsidiaries of First Street Holdings NV, LLC which has filed Chapter 11. First Street Holdings NV, LLC and Lydian SF Holdings, LLC (related entity) have paid a retainer on behalf of all subsidiaries.	\$38,000 paid by First Street Holdings NV, LLC 8/30/11 \$38,000 paid by Lydian SF Holdings, LLC 8/30/11 \$24,000 paid by CMR Capital, LLC 9/28/11 \$7,273 paid by CMR Capital, LLC 9/28/11 for filing fees

10. Other transfers

- None ☒ a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
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- None ☒ b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY
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11. Closed financial accounts

- None ☒ List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
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12. Safe deposit boxes

- None ☐ List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
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13. Setoffs

- None ☐ List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
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14. Property held for another person

- None ☐ List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
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15. Prior address of debtor

- None ☐ If the debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS	NAME USED	DATES OF OCCUPANCY
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16. Spouses and Former Spouses

- None ☐ If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

17. Environmental Information.

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

- None ☐ a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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- None ☒ b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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- None ☒ c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
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18. Nature, location and name of business

- None ☒ a. *If the debtor is an individual*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within **six years** immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
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- None ☒ b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME	ADDRESS
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The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor, or self-employed in a trade, profession, or other activity, either full- or part-time.

(An individual or joint debtor should complete this portion of the statement **only** if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)

19. Books, records and financial statements

- None ☐ a. List all bookkeepers and accountants who within **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS	DATES SERVICES RENDERED
California Mortgage and Realty, Inc. 62 First Street, 4th Fl. San Francisco, CA 94105	5/1/06 to Present

- None ☒ b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME	ADDRESS	DATES SERVICES RENDERED
None <input checked="" type="checkbox"/>	c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.	

NAME	ADDRESS
None <input checked="" type="checkbox"/>	d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within two years immediately preceding the commencement of this case.

NAME AND ADDRESS	DATE ISSUED
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20. Inventories

None <input checked="" type="checkbox"/>	a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.
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DATE OF INVENTORY	INVENTORY SUPERVISOR	DOLLAR AMOUNT OF INVENTORY (Specify cost, market or other basis)
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None <input checked="" type="checkbox"/>	b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.	
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DATE OF INVENTORY	NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS
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21. Current Partners, Officers, Directors and Shareholders

None <input checked="" type="checkbox"/>	a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.
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NAME AND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST
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None <input type="checkbox"/>	b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.	
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NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
First Street Holdings NV, LLC 6114 La Salle Ave., #471 Oakland, CA 94611	Owner	100%

22. Former partners, officers, directors and shareholders

None <input checked="" type="checkbox"/>	a. If the debtor is a partnership, list each member who withdrew from the partnership within one year immediately preceding the commencement of this case.
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NAME	ADDRESS	DATE OF WITHDRAWAL
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None <input checked="" type="checkbox"/>	b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within one year immediately preceding the commencement of this case.	
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NAME AND ADDRESS	TITLE	DATE OF TERMINATION
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23 . Withdrawals from a partnership or distributions by a corporation

- None ☐ If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

NAME & ADDRESS
OF RECIPIENT,
RELATIONSHIP TO DEBTOR

DATE AND PURPOSE
OF WITHDRAWAL

AMOUNT OF MONEY
OR DESCRIPTION AND
VALUE OF PROPERTY

24. Tax Consolidation Group.

- None ☐ If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION

TAXPAYER IDENTIFICATION NUMBER (EIN)

25. Pension Funds.

- None ☐ If the debtor is not an individual, list the name and federal taxpayer-identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six years** immediately preceding the commencement of the case.

NAME OF PENSION FUND

TAXPAYER IDENTIFICATION NUMBER (EIN)

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date October 21, 2011

Signature /s/ Graham Seel
Graham Seel
Co-Manager of CMR Capital, LLC, Manager

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571

**United States Bankruptcy Court
Northern District of California**

In re 78 First Street, LLC
Debtor

Case No. 11-70224 RLE 11

Chapter 11

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with Rule 1007(a)(3) for filing in this chapter 11 case.

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
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None

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Co-Manager of CMR Capital, LLC, Manager of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date October 21, 2011

Signature /s/ Graham Seel
Graham Seel
Co-Manager of CMR Capital, LLC, Manager

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C §§ 152 and 3571.

**United States Bankruptcy Court
Northern District of California**

In re **78 First Street, LLC**

Debtor(s)

Case No. **11-70224 RLE 11**

Chapter **11**

CREDITOR MATRIX COVER SHEET

I declare that the attached Creditor Mailing Matrix, consisting of **6** sheets, contains the correct, complete and current names and addresses of all priority, secured and unsecured creditors listed in debtor's filing and that this matrix conforms with the Clerk's promulgated requirements.

Date: **October 21, 2011**

/s/ Iain A. Macdonald

Signature of Attorney

Iain A. Macdonald 051073

Macdonald & Associates

221 Sansome St.

San Francisco, CA 94104

(415) 362-0449 Fax: (415) 394-5544

518 Mission Street, LLC
6114 La Salle Avenue, #471
Oakland, CA 94611

88 First Street, LLC
6114 La Salle Avenue, #471
Oakland, CA 94611

ABCO Mechanical
475 Barneveld Avenue
San Francisco, CA 94124

AECOM
2020 L. Street, Suite 300
Sacramento, CA 95811

Armada Security
701 Pennsylvania Avenue #108
San Francisco, CA 94107

Armanino and McKenna
12667 Alcosta Boulevard
Suite 500
San Ramon, CA 94583

AT&T
P.O. Box 5025
Carol Stream, IL 60197

Bank of America, NA
PO Box 15710
Wilmington, DE 19886

Barbary Coast Consulting
660 Market Street, 5th Floor
San Francisco, CA 94104

Breakwater Equity Group
4241 Jutland Drive, Suite 308
San Diego, CA 92117

CB Richard Ellis
101 California Street, 44th Floor
San Francisco, CA 94111

Charles Dunn Real Estate Services
555 Montgomery St., Suite 816
San Francisco, CA 94111

City of San Francisco
PO Box 7427
San Francisco, CA 94120-7427

CleanSource
650 Brennan St.
San Jose, CA 95131

CMR Asset Management, Inc.
62 First Street
San Francisco, CA 94105

CT Corp
1350 Treat Blvd.
Walnut Creek, CA 94597

Eastdil Secured Broker Services, Inc.
40 West, 57th Street
New York, NY 10019

ESA
225 Bush Street, Suite 1700
San Francisco, CA 94104

First Street Holdings NV, LLC
6114 La Salle Ave., #471
Oakland, CA 94611

First/Jessie, LLC
6114 La Salle Avenue, #471
Oakland, CA 94611

Heller Manus Architects
221 Main Street, Suite 940
San Francisco, CA 94105-1923

JP Capital, LLC
6114 La Salle Avenue, #471
Oakland, CA 94611

Law Offices of Willie J. Brown, Jr.
100 The Embarcadero Penthouse
San Francisco, CA 94105

Lewis & Taylor LLC
440 Bryant St.
San Francisco, CA 94107

Lydian SF Holdings, LLC
6114 La Salle Ave., #471
Oakland, CA 94611

MS Mission Holdings, LLC
555 California Street
San Francisco, CA 94104

MS Mission Holdings, LLC
c/o Lincoln Property Company
Commercial, Inc.
601 California Street, 4th Floor
San Francisco, CA 94108

Orrick, Herrington & Sutcliffe LLP
Dept. 34461, PO Box 39000
San Francisco, CA 94139

Pacific Gas and Electric Co.
P.O. Box 997300
Sacramento, CA 95899-7300

Page and Turnbull
724 Pine Street
San Francisco, CA 94108

Peninsula Towers, LLC
62 First Street, 4th Floor
San Francisco, CA 94105

Peninsula Towers, LLC
6114 La Salle Avenue, #471
Oakland, CA 94611

RDWI
650 Woodlawn Road West
Guelph
Ontario, Canada N1K 1B8

Recology Golden Gate
P.O. Box 60846
Los Angeles, CA 90060

Reuben & Junius, LLP
1 Bush Street, Suite 600
San Francisco, CA 94104

Rosen Consulting
1955 University Avenue
Suite 550
Berkeley, CA 94704

See Attached Rent Roll

Sixty-Two First Street, LLC
62 First Street, 4th Floor
San Francisco, CA 94105

Sixty-Two First Street, LLC
6114 La Salle Avenue, #471
Oakland, CA 94611

Solit Interest Group
15 La Cuesta Road
Orinda, CA 94563

Star Elevator
1300 Industrial Road, #4
San Carlos, CA 94070

Stein & Lubin, LLP
600 Montgomery St., 14th Floor
San Francisco, CA 94111

The CAC Group, Inc.
255 California Street #200
San Francisco, CA 94111

The Garza Company
1842 Bandoni Avenue
San Lorenzo, CA 94580

Treadwell and Rollo
555 Montgomery Street
Suite 1300
San Francisco, CA 94111

Warman Security
1720 Sacramento St.
San Francisco, CA 94109